FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response. 16.00

Serial

SEC USE ONLY

DATERECEIVED

UNIFORM LIMITED OFFERING EXEMI	PTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Resource Real Estate Investors III, L.P.	RECEIVED
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	□ (ULOE SEP 3 0 2005
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	1213 EETID
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Resource Real Estate Investors III, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	Telephone Number (Including Area Code) (215) 546-5005
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) (same as above)	(same as above)
Brief Description of Business	
A limited partnership that intends to acquire primarily multi-family residential rental prope therein.	rties or interests
Type of Business Organization	
□ corporation ★ limited partnership, already formed □ other (p □ business trust □ limited partnership, to be formed	oct 0 3 2005
Actual or Estimated Date of Incorporation or Organization: 0 7 0 5 Actual Estin Iurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	<i>u</i> = -: -

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Since a determination of who is a promoter is a question of fact, the persons are listed on page 2 as promoters without admitting or denying such status.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the i	ssuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	
• Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: R Promoter Beneficial Owner Executive Officer Director General and/or	
Resource Capital Partners, Inc., General Partner Managing Partner	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or	
Bloom, David E. Managing Partner	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Ex Executive Officer Director General and/or	
Saltzman, Steven Managing Partner	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
Patel, Darshan V.	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Ex Executive Officer Director General and/or	
Finkel, Kevin M. Managing Partner	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Cohen, Jonathan Managing Partner	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
reidman, Alan	
Full Name (Last name first, if individual)	
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103 Business or Residence Address (Number and Street, City, State, Zip Code)	
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Z RAK	WI	WV	WA	VA	[VT]	UT	TX	TN	SD	SC	RI
								vidual)	first, if indiv	Last name	Full Name (
			<u>.</u>		Zip Code)	ty, State, 2	d Street, C	lumber and	Address (N	Residence	Business or
			·	·		<u>.</u> ,	L 35223				2801 High
								ler	oker or Dea		
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					Zip Code)	•		lumber an	Address (N	Residence	Full Name (Business or One Valmo
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	-					203	E 68154-5	Jumber and Imaha, NI Iler	Address (Noth Floor, Ooker or Dea	Residence ont Plaza, 4 sociated Br ncial Corp.	Business or One Valmo
					Purchasers	203 to Solicit I	or Intends	Jumber and Omaha, NE aler Solicited	Address (Noth Floor, Ooker or Dea	Residence ont Plaza, 4 sociated Br acial Corp.	Business or One Valmo Name of As QA3 Finar States in Wi
Y PR	GA	FL	DC	DE	Purchasers	203 to Solicit I	or Intends	Jumber and Omaha, NE aler Solicited	Address (Neth Floor, Ooker or Dea	Residence ont Plaza, 4 sociated Br acial Corp.	Business or One Valmo Name of As QA3 Finar States in Wi
Y PR					Purchasers	to Solicit I	or Intends States)	Jumber and Omaha, NE sler Solicited individual	Address (Noth Floor, Ooker or Dea	Residence ont Plaza, 4 sociated Br ncial Corp. nich Person "All States	Business of One Valmo Name of As QA3 Finar States in Wi
All States	GA MN OK	FL MI OH	DC MA ND	DE MD NC	CT ME NY	to Solicit I	or Intends States) CA KY NJ	vidual) fumber and ngham, A ller Solicited individual AR KS NH	Address (Nouth, Birminoker or Dea	Residence way 280 So sociated Br s, Inc. nich Person "All States AK IN NE	Full Name (Business or 2801 High Name of As Proequities States in WI (Check IL MT)

					B. IN	NFORMATI	ON ABOU	T OFFERI	NG				
					~· 11							Yes	No
1.	Answer also in Appendix, Column 2, if filing under ULOE.											X	
		Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Inter the information requested for each person who has been or will be paid or given, directly or indirectly, any											.0.00
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?	••••••	······	······································		
3.	Does th	e offering	permit joint	ownershi	p of a sing	le unit?		·····				Yes 🔀	No □
4.	Enter th	e informat	ion request	ed for eac	h person w	ho has bee	n or will b	e paid or g	given, dire	ctly or ind	irectly, any	/	J
	If a pers or states a brokes	on to be lis s, list the na r or dealer,	ilar remune ted is an ass ame of the b you may se	ociated pe roker or de et forth the	rson or age aler. If mo	nt of a brok ore than five	er or deale (5) persor	r registered as to be list	l with the S ed are asso	EC and/or	with a state	9	
Ful	l Name (l	Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)						
65	5 Fairfie	ld Court, S	ste. 200, Ai	ın Arbor,		-							
			oker or Dea	aler									
		pital Corp	Listed Has	Solicited	or Intends	to Solicit l	Purchasers						
Ju			or check						*************	*************		K l Al	l States
	AL IL	AK IN	AZ IA	[KS]	CA KY	LA	<u>CT</u>	DE MD	[DC]	FL MI	[GA]	HI MS	MO
	MT	NE NE	NV	[NH]	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	RAR
Ful	l Name (Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
			West, Sanl		ter, Suite 1	150, Long	wood, FL	32779					
		sociated Br ecurities, I	oker or Dea	aler									
			Listed Has	Solicited	or Intends	to Solicit l	Purchasers	···					
			or check							**********	••••••	☐ Al	l States
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	RI	\$€	SD	NT.	TX	U/T	VT	Ay	WA	\overline{WV}	WI	\overline{WY}	PR
Ful	ll Name (Last name	first, if indi	ividual)									
Rn	siness or	Residence	: Address (1	Jumber an	d Street C	ity State 1	Zin Code)						
			Suite 220,				sip code)						
		sociated Br	oker or De	aler									
			Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)		***************************************					. 🗷 Al	1 States
AL AK AZ AR CA CO CT DE DC FL GA											GA	HI	ID
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	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA

Γ					- B. II	NFORMAT	ION ABOU	T OFFERI	NG				
•	7.7				. 1.							Yes	No
1.	Has the	issuer soic	l, or does th			II, to non-a Appendix				•		X	
2.	What is	the minim	um investm					_				\$ 5,00	0.00
												Yes	No
3.			permit joint		_							(Cab)	
4.	If a pers or states a broker	sion or sim on to be lis , list the na or dealer,	ion request ilar remuner ted is an ass time of the b you may so	ration for s ociated pe roker or de et forth the	colicitation erson or age caler. If mo	of purchase int of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
Ful	ll Name (I	Last name	first, if indi	vidual)									
			Address (N			-	Lip Code)						
			200, Overl		, KS 6621	10-9651							
		cial Service		1101									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		,			····	
	(Check	"All States	" or check	individual	States)	***************	*****************	•••••••••••••				▼ Al	l States
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Ful	ll Name (I	Last name	first, if indi	vidual)					· · · · · ·				
Bu	siness or	Residence	Address (N	Jumber an	d Street, C	ity, State, 2	Zip Code)						
			Louis, MO		- 100								
		eet Securit		aici									
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			oker or Dea										
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					B. II	NFORMAT	ION ABOU	T OFFERI	NG				
1.	,											Yes	No
1.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?												
2.	What is	the minim	um investm					-				\$ <u>5,00</u>	0.00
												Yes	No
			permit joint									X	
	commis If a pers or states	sion or sim on to be lis s, list the na	tion request ilar remune ted is an ass ame of the b you may se	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state	1	
Full	Name (Last name	first, if indi	vidual)					_				
			Address (N ew York, N			ty, State, Z	ip Code)					-	
Nam	e of Ass	sociated Br	oker or Dea							·			
			ciates, Inc.	0-11-14-1	* 1	a. G. U. ta	<u> </u>						
			Listed Hass " or check									₽ 71 A1	I States
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			Address (N M.D. 9-17			-	Zip Code)						
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		rities Corp	poration Listed Has	Soliaited.	or Intende	to Soliait	Durchagara						
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			mpany, Inc		or Intends	to Solicit	Purchasers						
												☐ Al	l States
	(Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND MH OK RI SC SD TN TX UT VT VA WA WV WI											HI MS OR WY	ID MO PA PR

	B. INFORMATION ABOUT OFFERING													
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No			
1.	Answer also in Appendix, Column 2, if filing under ULOE.										X			
2.										\$ 5,00	0.00			
											Yes	No		
3.			permit joint									X		
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	Full Name (Last name first, if individual)													
Bus	siness or	Residence	Address (N	umber and	l Street. Ci	itv. State. 7	(in Code)							
			Pittsburgh			,,, -								
			oker or Dea	aler										
	-	ding, Inc.	Listed Has	Calinitad	an Intanda	ta Caliait I	Durchosona							
Sta			" or check									A1	l Statos	
	(Check	All States	of check	individual	States)		****************	****************		***************	••••	All States		
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Ful	Full Name (Last name first, if individual)													
			Address (N			-	Zip Code)							
Nai	me of Ass	sociated Br	oker or De	aler			······································			·				
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Sta			Listed Has										1 Ctatas	
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Ful	ll Name (Last name	first, if indi	ividual)										
			Address (1 Suite 105, 1			-	Zip Code)							
			oker or De											
			ancial Serv			to Colinit	Dunchasan		**					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)								☐ Al	l States					
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	B. INFORMATION ABOUT OFFERING													
										Yes	No			
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										X				
	Answer also in Appendix, Column 2, if filing under ULOE.													
2. What is the minimum investment that will be accepted from any individual?									\$ 5,00					
3.	3. Does the offering permit joint ownership of a single unit?									Yes 🔀	No			
4.			-		•					•	irectly, any			
						of purchase								
	If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such													
	a broker or dealer, you may set forth the information for that broker or dealer only.													
Full	Name (I	ast name i	first, if indi	vidual)										
						ity, State, Z	ip Code)							
			#250, Rose oker or Dea		95661									
		Securities,		1101										
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers							
	(Check '	'All States	" or check	individual	States)		*****		•••••	*******************		All States		
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
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	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR	
Full	Full Name (Last name first, if individual)													
Bus	iness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)		<u> </u>					
			801, <u>Auro</u>		0014									
			oker or Dea	aler										
		ouglas, Inc		Calinitad	ou Intondo	to Solicit l	Dumahagana							
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	· ·													
			Address (N d, Westlake			City, State, 2 I	Zip Code)							
			oker or De	aler										
Financial West Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
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	RI	SC	SD	TN	TX	UT	VT	VA	WA	\overline{WV}	WI	WY	PR	

	B. INFORMATION ABOUT OFFERING													
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No 🗆		
	Answer also in Appendix, Column 2, if filing under ULOE.										E			
2.	2. What is the minimum investment that will be accepted from any individual?									•••	\$ 5,000.00			
3.	Does the offering permit joint ownership of a single unit?											Yes	No □	
4.											irectly, any	'		
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	Full Name (Last name first, if individual)													
	Business or Residence Address (Number and Street, City, State, Zip Code) 3232 South Vance Street, Suite 210, Lakewood, CO 80227													
Nar	ne of Ass	sociated Br	oker or Dea	aler										
			Associates,		or Intende	to Solicit	Durchasars							
Sta	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											☐ All States		
	AL	AK	A Z	AR	Q A	CO	QT.	DE	DC	E/C	GA	HI	W	
	IL	IN	IA	KS	KY	LA	ME NY	MD	M/A ND	₩	MN	MS	MO	
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	VT	NC VA	WA	WV	OK WI	⊘ R WY	PA PR	
Ful	Full Name (Last name first, if individual)													
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)							
		ital Securi		1										
			oker or Dea Road, Sui		ange, CA	92868								
			Listed Has				Purchasers							
	(Check	"All States	s" or check	individual	States)		***************************************	**************	•••••	·····		All States		
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR	
Ful	l Name (l	Last name	first, if indi	vidual)										
			Address (N	Number an	d Street, C	city, State, 2	Zip Code)							
_		sociated Br	roup, Inc.	aler	<u> </u>				•					
46	50 S.W.	MacAdan	n, Suite 100), Portland										
Sta			Listed Has									MZ AI	1 States	
(Check "All States" or check individual States)														
	AL IL	AK IN	AZ IA	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	MO	
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR	

	B. INFORMATION ABOUT OFFERING													
1	1. We shall an about the standard and th										Yes	No		
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									••••••	X			
2.										\$ 5,00	00 00			
۷.	2. What is the minimum investment that will be accepted from any individual.									***************************************	Yes	No		
3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?		••••••	••••••••	•••••	•••••	×		
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any													
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state													
										ciated pers	ons of such			
Ful	a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)													
1 41	ii ivaine (i	Last name	mst, mma	(Vidual)										
			Address (N Suite 301,				Cip Code)							
			oker or De		,									
		al Group, I												
Sta			Listed Has											
	(Check	"All States	or check	individual	States)	• • • • • • • • • • • • • • • • • • • •			•••••••	••••••••	•••••	All States		
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Ful	ll Name (Last name	first, if ind	ividual)										
			Address (1				Zip Code)							
			uite 123, S		ı, CA 9458	33								
		sociated Br Investors (oker or Decompany	aler										
			Listed Has	Solicited	or Intends	to Solicit	Purchasers	 .	<u> </u>					
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	AL	AK	AZ	AR	Ç A	ÇO.	C/I	DE	DC.	EL	GA	H	W	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING													
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No		
•			, •• •• ••			Appendix,				•		&		
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	my individ	ual?		••••••	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$_5,000.00		
3.	Does the offering permit joint ownership of a single unit?											Yes	No □	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, as										irectly, any	'		
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	ll Name (l	Last name	first, if indi	vidual)										
Bu	siness or	Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)			·				
			Road, Suite		Diego, C	A 92121								
	me of Ass FP Secui		oker or Dea	aler										
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers			·				
	(Check "All States" or check individual States)											All States		
	AL	AK	A Z	AR	⊘ A	Ç O	7 T	DE	DC	EL	GA	₩1	ID	
	IL	1	IA	KS	K/Y	LA	ME	MD	MA	M	MN	MS	MO	
	MT RI	SC]	₩	NH TN	¥ Ū		Ŋ Ŷ	NC VA	ND WA	WV	OK W 1	₽ R WY	PR PR	
ru.	Full Name (Last name first, if individual)													
Bu	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)	-						
Na	me of Ass	sociated Br	oker or Dea	aler										
Sta			Listed Has											
	(Check	"All States	or check	individual	States)		***************************************			•••••		☐ All States		
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	OR OR	MO PA	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR	
Fu	ll Name (Last name	first, if indi	vidual)							·			
	cinecc or	Recidence	Address (N	Jumber an	d Street C	'ity State '	Zin Code)							
	3111033 01	Residence	Address (1		a Bircoi, C		eip code)							
Na	me of As	sociated Br	oker or De	aler										
Sta	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)								☐ A1	l States					
	AL AK AZ AR CA CO CT DE DC FL GA									GA	HI	ID		
	IL	IN NE	IA NV	KS	KY	LA NIM	ME NY	MD	MA ND	MI	MN	MS	MO	
	MT RI	NE SC	SD	NH TN	TX	NM UT	VT	NC VA	WA	OH WV	OK WI	OR WY	PA PR	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and				
	already exchanged.				
	Type of Security	Aggregate Offering Price	А	mount Already Sold	
	Debt	\$	\$_		
	Equity	\$			
	Common Preferred				
	Convertible Securities (including warrants)	<u> </u>	_ \$_		
	Partnership Interests	<u>25,000,000.00</u>) \$_	402,500.00	
	Other (Specify)	5	_ \$_		
	Total	<u>25,000,000.00</u>) \$_	402,500.00	
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number Investors	Ι	Aggregate Oollar Amount of Purchases	
	Accredited Investors	7	\$	402,500.00	
	Non-accredited Investors	0	. \$	0.00	
	Total (for filings under Rule 504 only)		. \$		
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type of Security]	Dollar Amount Sold	
	Rule 505		\$		
	Regulation A		\$		
	Rule 504		\$		
	Total		\$_		
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees] \$_		
	Printing and Engraving Costs	X] \$_	25,000.00	(
	Legal Fees	X] \$_	30,000.00	(
	Accounting Fees] \$_		_
	Engineering Fees] \$_		
	Sales Commissions (specify finders' fees separately)	X	-]	2,500,000.00	į
	Other Expenses (identify) State Filings, Structuring, Due Diligence, telephone, postage	X] \$_	554,868.00	(
	Total	X	3 \$	3,109,868.00)

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	C. OFFERING PRICE, NUME	BER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS		
	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C— proceeds to the issuer." See footnote (1) to Part C, Ques	Question 4.a. This difference is the "adjusted gross tion 4.a.		\$_22,500,000.00	
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross			
			Payments to Officers, Directors, & Affiliates	Payments to Others	
	Salaries and fees				
	Purchase of real estate including closing costs		\$	\$ 21,542,211.00	
	Purchase, rental or leasing and installation of macland equipment	hinery	¬\$		
	Construction or leasing of plant buildings and faci		_		
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ue of securities involved in this ts or securities of another			
	Repayment of indebtedness			_ \$	
	Working capital			_	
	Other (specify): organization expense allowance				
			\$		
	Column Totals		\$ 957,789.00	★ \$ 21,542,211.00	
	Total Payments Listed (column totals added)		_	500,000.00	
		D. FEDERAL SIGNATURE			
sig	sissuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accr	nish to the U.S. Securities and Exchange Commis	sion, upon writter		
Iss	uer (Print or Type)	Signature/1	Date		
Re	source Real Estate Investors III, L.P.		Sept 28	5,2005	
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		•	
Da	rshan V. Patel	Chief Legal Officer & Secretary of Resource Capi	tal Partners Inc. th	ne General Partner	
		Ciner Legar Officer & Secretary of Resource Capi	iai i ai ilicis, ilic., il	ic General Farmer	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)